

**UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

| | | |
|---|---|--------------------------------|
| In re: |) | Chapter 11 |
| |) | |
| The Philadelphia Orchestra Association, |) | Case No. 11-_____ (____) |
| |) | |
| Debtor. |) | Joint Administration Requested |
| |) | |
| In re: |) | Chapter 11 |
| |) | |
| Academy of Music of Philadelphia, Inc., |) | Case No. 11-_____ (____) |
| |) | |
| Debtor. |) | Joint Administration Requested |
| |) | |
| In re: |) | Chapter 11 |
| |) | |
| Encore Series, Inc., |) | Case No. 11-_____ (____) |
| |) | |
| Debtor. |) | Joint Administration Requested |
| |) | |

**CONSOLIDATED LIST OF CREDITORS HOLDING THE
30 LARGEST UNSECURED CLAIMS**

The above-captioned debtors (the “Debtors”) filed petitions in the Court for relief under chapter 11 of the Bankruptcy Code, 11 U.S.C. §§ 101-1532. The following is the consolidated list of the Debtors’ creditors holding the 30 largest unsecured claims (the “Consolidated List”) based on the Debtors’ books and records as of approximately April 16, 2011.

The Consolidated List is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 case. The Consolidated List does not include (1) persons who come within the definition of “insider” set forth in 11 U.S.C. § 101(31) or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the Consolidated List of 30 largest unsecured claims. In addition, this Consolidated List includes only those claims that are subject to invoices received by the Debtors prior to April 16, 2011. The information herein shall not constitute an admission of liability by, nor is it binding on, the Debtors. The information herein, including the failure of the Debtors to list any claim as

contingent, unliquidated, or disputed, does not constitute a waiver of the Debtors' right to contest the validity, priority, or amount of any claim.¹

Dated: April 16, 2011
Philadelphia, Pennsylvania

/s/ Lawrence G. McMichael
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Proposed Counsel for the Debtors and Debtors in Possession

¹ The Debtor will file the schedules of assets and liabilities (the "Schedules") in accordance with 11 U.S.C. § 521, Fed. R. Bankr. P. 1007, and Pa. Bankr. L.R. 1007-1(b). The information contained in the Schedules may differ from that set forth below. Furthermore, the Debtors have not yet identified which of their largest unsecured claims, if any, are contingent, unliquidated, disputed and/or subject to setoff. The Debtors reserve the right to identify any claims listed in the Schedules as contingent, unliquidated, disputed and/or subject to setoff as appropriate. Inclusion of a claim on this consolidated list is not an admission that the amounts are or are not contingent, unliquidated, disputed and/or subject to setoff, nor is it an admission that the amounts listed are owed by more than one of the Debtors.

| (1) | (2) | (3) | (4) | (5) |
|--|---|--|---|---|
| Name of the creditor and complete mailing address, including zip code | Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted | Nature of claim (trade debt, bank loan, government contract, etc.) | Indicate if claim is contingent, unliquidated, disputed or subject to setoff) | Amount of claim [if secured also value of security] |
| PBGC PO Box 151750 Alexandria, VA 22315-1750 | | | | Unknown |
| Independence Blue Cross 1901 Market Street Philadelphia, PA 19103 | | | | \$243,397.03 |
| Kimmel Center, Inc. 260 South Broad Street – Suite 901 Philadelphia, PA 19102 | | | | \$228,819.69 |
| SD&A Teleservices, Inc. 5757 West Century Blvd Los Angeles, CA 90045 | | | | \$69,874.87 |
| Specticast 210 West Rittenhouse Square Philadelphia, PA 19103 | | | | \$52,150.00 |
| Cozen O'Connor 1900 Market Street, Third Fl. Philadelphia, PA 19103-3527 | | | | \$51,942.43 |
| Opus 3 Artists, LLC Attn: Jenny Vogel 470 Park Avenue South, 9 th Fl. New York, NY 10016 | | | | \$51,100.00 |
| AFM-EP Fund One Penn Plaza – Suite 3115 New York, NY 10119 | | | | \$47,634.35 |
| Philadelphia Newspapers, LLC 400 North Broad Street Philadelphia, PA 19103 | | | | \$38,739.62 |
| Gillespie Group, Inc. 401 Pilgrim Lane, Suite 205 Drexel Hill, PA 19026 | | | | \$35,768.26 |

| (1) | (2) | (3) | (4) | (5) |
|---|---|--|---|---|
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| Radisson Plaza Warwick Philadelphia 1701 Locust Street Philadelphia, PA 19103 | | | | \$24,273.02 |
| Doubletree Hotel 237 South Broad Street Philadelphia, PA 19107 | | | | \$22,608.00 |
| Columbia Artists Vocal LLC 1790 Broadway New York, NY 10019 | | | | \$20,000.00 |
| Smith-Edwards-Dunlap Co. P.O. Box 8500-S5560 Philadelphia, PA 19178-5560 | | | | \$16,258.26 |
| Showorks Audio-Visual, Inc. 100 Naamans Road, Suite 1C Claymont, DE 19703 | | | | \$15,635.00 |
| Catherine French Group 2500 Q Street NW - Apt. 313 Washington, DC 20007 | | | | \$15,426.00 |
| Tessitura Network, Inc. PO Box 670245 Dallas, TX 75367 | | | | \$15,055.25 |
| Ricoh Americas Corporation 5 Dedrick Place West Cadwell, NJ 07006 | | | | \$15,053.36 |
| Marsh USA, Inc. PO Box 371237 Pittsburg, PA 15251-7237 | | | | \$14,548.00 |
| Jennifer Welch-Babidge, Babide Studios 9155 N. Hillside Drive Cedar Hills, UT 84062 | | | | \$14,400.00 |

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|---|---|--|---|---|
| Name of the creditor and complete mailing address, including zip code | Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted | Nature of claim (trade debt, bank loan, government contract, etc.) | Indicate if claim is contingent, unliquidated, disputed or subject to setoff) | Amount of claim [if secured also value of security] |
| Local 77 AFM The North American Building 121 South Broad Street - Suite 320 Philadelphia, PA 19107 | | | | \$13,458.92 |
| Elliott Marketing Group, Inc. Attn: John J. Elliott 2281 Sidgefield Lane Pittsburg, PA 15241 | | | | \$12,186.14 |
| Vince A. Leonard Jr. 3 General Wayne Drive Media, PA 19063 | | | | \$11,489.05 |
| Grant Thornton LLP 33960 Treasury Center Chicago, IL 60694-3900 | | | | \$11,210.34 |
| WRTI-FM Temple Univ. Public Radio 1509 Cecil B Moore Avenue Philadelphia, PA 19121-3410 | | | | \$11,155.00 |
| The Rittenhouse 210 West Rittenhouse Square Philadelphia, PA 19103 | | | | \$11,132.26 |
| WHYY, Inc. Independence Mall West 150 North Sixth Street Philadelphia, PA 19106 | | | | \$10,475.00 |
| Carey International, Inc. Attn: Billing Dept. PO Box 631414 Baltimore, MD 21263-1414 | | | | \$10,342.42 |
| CRStager Marketing & Audience Dvlpt. 6 Ryder Court Dix Hill, NY 11746 | | | | \$10,160.36 |

| (1) Name of the creditor and complete mailing address, including zip code | (2) Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted | (3) Nature of claim (trade debt, bank loan, government contract, etc.) | (4) Indicate if claim is contingent, unliquidated, disputed or subject to setoff) | (5) Amount of claim [if secured also value of security] |
|--|---|--|---|---|
| Mann Center for the Performing Arts 123 S. Broad Street Philadelphia, PA 19109 | | | | \$9,540.11 |